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MICHAEL S. PRICE

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February 8, 1999

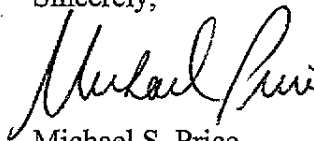
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: Foto Factory Team Sports, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee, certified copy, and certificate. Please send the requested documents to Michael S. Price, P.A. at the address on this letterhead.

Sincerely,



Michael S. Price

MSP/nlf
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-12-99
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Foto Factory Team Sports, Inc.

ARTICLE II PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be:

4025 Sunbeam Road
Jacksonville, Florida 32257

This corporation shall have branch offices and places of business in the State of Florida and any other state,, territory, district or possession of the United States, and in any foreign country or countries, as may be determined from time of time by its Board of Directors.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (\$100.00) shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


Michael S. Price
1905 Atlantic Boulevard
Jacksonville, Florida 32207

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael S. Price
1905 Atlantic Boulevard
Jacksonville, Florida 32207

The undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 1999.


Michael S. Price, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Foto Factory Team Sports, Inc

2. The name and address of the registered agent and office is:

Michael S. Price

1905 Atlantic Boulevard

Jacksonville, Florida 32207

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael S. Price
(SIGNATURE)

2/9/99
(DATE)